

RECORDATION NO. **27933-A** FILED

MAY 07 '09 -10 30 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 7, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-066

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of May 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27933.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: BB&T Equipment Finance Corporation
102 W Pennsylvania Avenue
Towson, MD 21204

Anne K. Quinlan, Esquire
May 7, 2009
Page 4

A description of the railroad equipment covered by the enclosed document is:

6 pieces of maintenance of way equipment: Nordco BAAM Auto Anchor Machine S/N 690069; 2 Racine Clip Applicator/Removers S/Ns SAR-202-09 and SAR-203-09; 2 Plasser 08-16-NT Tamper-Nippers S/Ns 3373 and 3374; and HTT Harsco 6700-SJ Production Tamper S/N 153606.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAY 07 '09 -10 30 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of May 1, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 066 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri AlbertsName Keri AlbertsTitle AVPBB&T EQUIPMENT FINANCE
CORPORATION, AssigneeBy [Signature]Name CONSTANCE W. LANCASTER
SENIOR VICE PRESIDENT

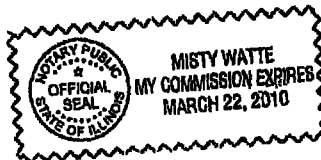
Title _____

State of IL)
County of COOK) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 1 day of May, 2009.

Misty Watte
Notary Public



State of MARYLAND)
County of Baltimore) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by CONSTANCE IN. LANCASTER, its SENIOR VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at TOWSON, MD, this 4th day of May, 2009.

Patricia J. Gillis

Notary Public

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

My Commission Expires 12/4/2012

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 066.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 066 is 84 months commencing as of May 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 066 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
------------	------------	---------------------------	--------------------	--------------------------	--------------------

Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

1	Nordco	BAAM	Auto Anchor Machine	690069	X0100621
---	--------	------	------------------------	--------	----------

Equipment Location: 650 29th Avenue SE, Minneapolis, MN 55414 (Hennepin County)

2	Racine	SAR	Clip Applicator/ Remover	SAR-202-09 SAR-203-09	X0100608 X0100609
---	--------	-----	-----------------------------	--------------------------	----------------------

Equipment Location: 1112 W. South Avenue, Emporia, KS 66801 (Lyon County)

2	Plasser	08-16-NT	Tamper-Nipper	3373 3374	X5300087 X5300088
---	---------	----------	---------------	--------------	----------------------

Equipment Location: 910 East 6th Street, El Dorado, KS 67042 (Butler County)

1	HTT Harsco	6700-SJ	Production Tamper	153606	X5400473
---	------------	---------	-------------------	--------	----------

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/7/09



Robert W. Alvord